

Hearing: February 7, 2017, at 9:30 a.m. AST

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

<p>In re:</p> <p>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</p> <p>as representative of</p> <p>THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i></p> <p>Debtors.¹</p>	<p>PROMESA Title III</p> <p>Case No. 17 BK 3283-LTS</p> <p>(Jointly Administered)</p>
<p>In re:</p> <p>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</p> <p>as representative of</p> <p>PUERTO RICO ELECTRIC POWER AUTHORITY,</p> <p>Debtor.</p>	<p>PROMESA Title III</p> <p>Case No. 17 BK 4780-LTS</p> <p>Court Filing Relates Only to PREPA and Shall Only be Filed in Case No. 17 BK 4780-LTS</p>

**URGENT MOTION OF THE FINANCIAL OVERSIGHT
AND MANAGEMENT BOARD FOR PUERTO RICO FOR LEAVE TO
EXCEED PAGE LIMIT IN ITS REPLY BRIEF IN SUPPORT OF URGENT MOTION
OF THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO FOR ENTRY OF ORDER CLARIFYING SCOPE OF INTERIM HEARING ON
URGENT JOINT MOTION OF THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO AND THE PUERTO RICO FISCAL AGENCY AND
FINANCIAL ADVISORY AUTHORITY FOR ENTRY OF INTERIM AND FINAL
ORDERS (A) AUTHORIZING POSTPETITION SECURED FINANCING, (B)**

¹ The Debtors in the jointly-administered Title III cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

**GRANTING PRIMING LIENS AND PROVIDING SUPERPRIORITY
ADMINISTRATIVE EXPENSE CLAIMS, (C) MODIFYING THE AUTOMATIC STAY,
(D) SCHEDULING A FINAL HEARING, AND (E) GRANTING RELATED RELIEF**

To the Honorable United States District Court Judge Laura Taylor Swain:

The Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as the representative of the Puerto Rico Electric Power Authority (“PREPA”) in this Title III case pursuant to section 315(b) of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”),² respectfully submits this urgent motion (the “Urgent Motion”), requesting the entry of an order, substantially in the form annexed hereto as **Exhibit A** (the “Proposed Order”), allowing it to exceed the five (5) page limit set forth in the *Order Scheduling Briefing in Connection with the Urgent Motion Seeking Clarification of the Scope of the Interim Financing Hearing* [Case No. 17-04780-LTS; ECF No. 559] (the “Scheduling Order”) for replies in support of its *Urgent Motion for Entry of Order Clarifying Scope of Interim Hearing on Urgent Joint Motion of the Financial Oversight and Management Board for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Entry of Interim and Final Orders (a) Authorizing Postpetition Secured Financing, (b) Granting Priming Liens and Providing Superpriority Administrative Expense Claims, (c) Modifying the Automatic Stay, (d) Scheduling a Final Hearing, and (e) Granting Related Relief* [ECF No. 557] (the “Scope Motion”) by filing one reply addressing all objections and responses (the “Responses”) to its Scope Motion, not to exceed six (6) pages, exclusive of the cover page, the table of contents, the table of authorities, the signature page, exhibits, and the certificate of service (the “Reply”).

² PROMESA is codified at 48 U.S.C. §§ 2101-2241.

Jurisdiction and Venue

1. The United States District Court for the District of Puerto Rico (the “Court”) has subject matter jurisdiction over this matter pursuant to PROMESA § 306(a).

2. Venue is proper pursuant to PROMESA § 307(a).

Relief Requested

3. On January 31, 2018, the Oversight Board filed the Scope Motion [ECF No. 557].

4. On January 31, 2018, the Court issued the Scheduling Order, which provides that any reply to the Responses to the Scope Motion is “not to exceed 5 pages.” Scheduling Order at 2.

5. Between January 31, 2018 and February 1, 2018, five (5) separate Responses were filed in connection with the Scope Motion [ECF Nos. 558, 565, 569, 573, and 584], while five (5) motions joining such Responses were also filed [ECF Nos. 561, 564, 578, 581, and 582].

6. Rather than filing five (5) separate Replies to the aforementioned Responses, in the interest of efficiency and for the convenience of the Court, the Oversight Board filed a single Reply jointly addressing all five (5) Responses.

7. However, given the number of the Responses that are to be addressed in the Reply, the Oversight Board was unable to meet the five-page limit set forth in the Scheduling Order.

8. Accordingly, the Oversight Board respectfully requests leave to file a Reply not to exceed six (6) pages, exclusive of the cover page, the signature page, exhibits, and the certificate of service.

9. The Oversight Board posits that the request made herein is reasonable in light of the circumstances described above.

10. Moreover, the Oversight Board hereby certifies that there is a true need for urgent relief and that such urgency was not created through any lack of due diligence.

11. Finally, no prior request for the relief sought in this Urgent Motion has been made to this or any other court.

WHEREFORE the Oversight Board respectfully requests the Court to enter the Proposed Order attached as **Exhibit A**, granting an extension of the page limit of the Reply to six (6) pages and all other relief as is just and proper.

[Remainder of Page Intentionally Left Blank]

Dated: February 2, 2018
San Juan, Puerto Rico

Respectfully submitted,

/s/ Martin J. Bienenstock

Martin J. Bienenstock (*pro hac vice*)
Paul V. Possinger (*pro hac vice*)
Ehud Barak (*pro hac vice*)
Maja Zerjal (*pro hac vice*)
PROSKAUER ROSE LLP
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900

*Attorneys for the Financial Oversight and
Management Board as Representative for
PREPA*

/s/ Hermann D. Bauer

Hermann D. Bauer
USDC No. 215205
O'NEILL & BORGES LLC
250 Muñoz Rivera Ave., Suite 800
San Juan, PR 00918-1813
Tel: (787) 764-8181
Fax: (787) 753-8944

*Co-Attorneys for the Financial Oversight
and
Management Board as Representative for
PREPA*

CERTIFICATE OF SERVICE

I hereby certify that, on this same date, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send notifications of such filing to all CM/ECF participants in this case.

/s/Hermann D. Bauer
Hermann D. Bauer

EXHIBIT A

Proposed Order

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

<div>In re:</div> <div>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</div> <div>as representative of</div> <div>THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i></div> <div>Debtors.¹</div>	<div>PROMESA Title III</div> <div>Case No. 17 BK 3283-LTS</div> <div>(Jointly Administered)</div>
<div>In re:</div> <div>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</div> <div>as representative of</div> <div>PUERTO RICO ELECTRIC POWER AUTHORITY,</div> <div>Debtor.</div>	<div>PROMESA Title III</div> <div>Case No. 17 BK 4780-LTS</div> <div>Court Filing Relates Only to PREPA and Shall Only be Filed in Case No. 17 BK 4780-LTS</div>

**[PROPOSED] ORDER ON URGENT MOTION OF THE FINANCIAL OVERSIGHT
AND MANAGEMENT BOARD FOR PUERTO RICO FOR LEAVE TO
EXCEED PAGE LIMIT IN ITS REPLY BRIEF IN SUPPORT OF URGENT MOTION
OF THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO FOR ENTRY OF ORDER CLARIFYING SCOPE OF INTERIM HEARING ON
URGENT JOINT MOTION OF THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO AND THE PUERTO RICO FISCAL AGENCY AND
FINANCIAL ADVISORY AUTHORITY FOR ENTRY OF INTERIM AND FINAL**

¹ The Debtors in the jointly-administered Title III cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

ORDERS (A) AUTHORIZING POSTPETITION SECURED FINANCING, (B) GRANTING PRIMING LIENS AND PROVIDING SUPERPRIORITY ADMINISTRATIVE EXPENSE CLAIMS, (C) MODIFYING THE AUTOMATIC STAY, (D) SCHEDULING A FINAL HEARING, AND (E) GRANTING RELATED RELIEF

Upon the *Urgent Motion of the Financial Oversight and Management Board for Puerto Rico for Leave to Exceed Page Limit in its Reply Brief in Support of Urgent Motion of the Financial Oversight and Management Board for Puerto Rico for Entry of Order Clarifying Scope of Interim Hearing on Urgent Joint Motion of the Financial Oversight and Management Board for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Advisory Authority for Entry of Interim and Final Orders (a) Authorizing Postpetition Secured Financing, (b) Granting Priming Liens and Providing Superpriority Administrative Expense Claims, (c) Modifying the Automatic Stay, (d) Scheduling a Final Hearing, and (e) Granting Related Relief* (the “Urgent Motion”); ² and the Court having found it has subject matter jurisdiction over this matter pursuant to section 306(a) of PROMESA; and it appearing that venue in this district is proper pursuant to section 307(a) of PROMESA; and the Court having found that PREPA provided adequate and appropriate notice of the Urgent Motion under the circumstances and that no other or further notice is required; and upon the record herein, after due deliberation thereon, the Court having found that good and sufficient cause exists for the granting of the relief as set forth herein,

IS HEREBY FOUND AND DETERMINED THAT:

1. The Urgent Motion is GRANTED as set forth herein.

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Urgent Motion.

2. The Oversight Board may file one Reply addressing all objections and responses (the “Responses”) to its Scope Motion, not to exceed 6 pages, exclusive of the cover page, the signature page, exhibits, and the certificate of service.
3. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: _____

UNITED STATES DISTRICT JUDGE